PROFFER STATEMENT
DULLES CORNER
PCA 86-C-029-5, PCA 88-C-066

July 18, 1997

Pursuant to Section 15.1-491(a) of the Code of Virginia, 1950, as amended, and Section 18-204 of the Zoning Ordinance of Fairfax County (1978 amended) the Applicant (Dulles Corner Properties II L.P. and Solus Southeast Hotel Portfolio L.P.), and its successors and assigns, in this Proffer Condition Amendment/Conceptual Development Plan Amendment/Final Development Plan Application proffers that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map References 15-2((2)) 1,2,3,4; 15-4((1))6A; 15-4((1))1B,13A,13,23; 15-4((2))15A, 16, hereinafter the "Property", will be in accordance with the following conditions. In the event these applications are denied, the proffers shall immediately be null and void and of no further force and effect. These proffered conditions, if accepted, supersede all previously accepted proffers for the property.

These proffers serve to carry forward numerous proffer commitments from previous zoning approvals on the property. Previous proffers carried forward without substantive alteration are denoted with an asterisk (*).

The proffered conditions are:

RECEIVED
OFFICE OF COMPREHENSIVE PLANNING
JUL 18 1997
ZONING EVALUATION DIVISION

GENERAL

1. The Applicant shall develop the Property in substantial conformance with the Conceptual/Final Development Plans (sheets 1-8) prepared by Huntley, Nyce & Associates dated September 28, 1995, revised through June 19, 1997, and approved as part of these applications. All previously approved Final Development Plans for building sites 1,2,3,4,6,15 and 16 shall continue to govern.

Future final development plan applications shall be in substantial conformance with the gross floor area of individual buildings, building heights, building setbacks, the general orientation of buildings and parking areas, landscaping concepts, amounts of open space, and the general orientation and location of streets and entrances on Sheet 2-3 of the CDP. Modifications to the approved FDP for Land Bay 5 shall be permitted in accordance with Section 16-403 of the Zoning Ordinance. Within individual building sites, minor modifications, to include but not be limited to, the footprint, gross floor area, and height of individual buildings may be made in conjunction with the approval of an FDP, provided it is demonstrated that the modification is consistent with the overall design concepts expressed on the CDP as proffered above.

2. Consistent with the CDP, the Applicant shall develop and construct buildings on this site which will complement and, at the same time, take advantage of the views of Dulles Airport.*

3. The maximum overall floor area ratio on the Property shall be limited to a 0.70 FAR. The Applicant, however, reserves the right to have individual parcels on the Property exceed a 0.70 FAR and to develop such parcels at such higher FAR provided, however, that each FDP plan submitted for development at an FAR higher than 0.70 FAR must include a certified tabulation showing that the overall FAR on the entire Property has not exceeded a 0.70 FAR.

4. The Applicant, its successors and assigns, and property owners within the project reserve the right to file future proffer condition amendment applications (CDPA, FDP or FDPA) on portions of the property governed by this CDP provided that it shall be demonstrated to the satisfaction of OCP that the partial CDPA, FDP or FDPA does not materially or physically affect other land bays. The Applicant comtemplates a future PCA application as shown on Sheet 3 of the CDPa to permit the deletion of approximately 0.9583 acre of land from Dulles Corner (Parcel 23) and the addition of approximately 0.9411 acre of land ajdacent to Dulles Corner. If such future application to permit a land swap is approved, revised tabulations shall be provided on a revised CDPA tabulation sheet, and in no instance shall the proffered floor area ratio of 0.70 on the entire site be exceeded or the proffered 40.79 acres of open space for the entire site be reduced.

5. The following uses will not be permitted on the Property:

(a) Contractors offices and shops;

(b) Motor freight terminals;

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(c) Motor vehicle storage and impoundment yards;

(d) Establishments for the retail sale of building materials and supplies, and gardening materials and supplies;

(e) Bakeries, but the same may be permitted upon approval by the Board of Supervisors;

(f) Bottling works provided that micro-breweries, established in conjunction with eating establishments shall be permitted in accordance with the Zoning Ordinance and provided said eating establishments are not freestanding;

(g) Furniture moving and storage;

(h) Sign manufacture and sign paint shops;

(i) Heavy equipment and specialized vehicle sale, rental and service establishments;

(j) Lumber yards and building material yards to include rock, sand and gravel;

(k) Recycling centers;

(l) Storage yards;

(m) Vehicle light service establishments;

(n) Vehicle major service establishments;

(o) Warehousing (except for that portion of the Property east of Horsepen Road where warehousing establishments and/or office/warehousing establishments shall be permitted subject to FDP approval).

6. There will be no outside storage/display of equipment or inventory (except during construction).*

7. The Applicant may provide bicycle racks as appropriate at one or more office buildings on the Property.*

8. Buildings on the property shall comply with FAA height limitations.*

ENVIRONMENTAL

9. Subject to the approval of the previous special exception (SE 86-C-098) for fill in a flood plain, the Applicant shall develop the regional stormwater management facility shown on the Conceptual/Final Development Plan in accordance with the design plans and studies submitted as part of this application by Dewberry and Davis to DEM. The pond shall be landscaped substantially as shown on the Conceptual/Final Development Plan, and any changes shall be approved by the County Urban Forester.*

10. Stormwater management shall be provided for the property in accordance with the requirements of the Chesapeake Bay Preservation Act, as determined by DEM.

11. The Applicant will preserve to the extent practicable and subject to final engineering, existing healthy trees on the undeveloped and proposed open space portions of the Property which have a base diameter of twelve (12) inches or more at the time of site plan approval for subsequent FDPs. The Applicant shall submit

a tree preservation plan for all proposed open space areas (subject, however, to utility requirements) and a revegetation/landscaping plan at time of site plan submission to DEM/the Urban Forester's office for their review and approval.*

12. If approved as part of the site plan approval for the construction of road improvements at the crossing of Horsepen Road over Merrybrook Run, the Applicant will incorporate bank protection measures to protect the stream banks of Merrybrook Run, which measures are acceptable to the Department of Public Works.*

13. The Applicant agrees at time of site plan submission for the parcels on the east side of Horsepen Road, if requested by DEM, to provide for and construct a six foot wide stone or natural surfaced pedestrian trail in the Merrybrook stream valley running from Horsepen Road east to the eastern boundary of the EQC located between building sites 15 and 16. In advance of submission for FDP approval for the development of building sites 15 and 16, the Applicant agrees to coordinate County-required improvements with OCP and to adjust to the mutual satisfaction of OCP and the Applicant the location of the buildings and parking areas on said parcels so that the development proposed on the FDP results in minimal or no impact on the Merrybrook Run EQC taking into consideration the disruption of the EQC required by the proffered public improvements. Any disruptions of the EQC shall be required to have revegetation and landscape plans for said disturbed areas approved by the Urban Forestry Branch as part of site plan approval. This proffer shall in no way be deemed to prevent the

proposed improvement of Horsepen Road crossing of Merrybrook Run, the possible pedestrian trail or the proposed relocation of the existing sanitary sewer within the Merrybrook Run stream valley.*

14. Acoustical treatment measures will be incorporated in the construction of buildings on the site in order to achieve the interior noise levels prescribed by Section 7-409 of the Fairfax County Zoning Ordinance. In order to mitigate the impact of highway noise, measures will be provided in accordance with the attached Guidelines for the Acoustical Treatment of Commercial and Residential Building Structures within Highway Noise Impact Zones, (Attachment A), as determined by DEM.*

PEDESTRIAN ACCESS

15. The Applicant shall construct the combined trail and sidewalk pedestrian circulation system shown on the Conceptual/Final Development Plan. All portions of the trail/sidewalk system not located within dedicated public rights of way shall be subject to a public access easement. In addition, the Applicant agrees that if the County is able to have a pedestrian/bike trail designed and approved as part of VDOT's proposed widening of Route 28, that it will pay its pro rata share of construction costs for that trail portion of the trail equal to the Subject Property's frontage on Route 28 (e.g., 1,650 feet).*

ARCHITECTURE/DESIGN

16. A general architectural rendering and landscape plan for each new building on the Property shall be submitted for review at the time of FDP approval.

17. The parking deck areas shall be addressed at the time of FDP approval in general accordance with the following:

(a) The plantings required by this proffer shall be maintained in accordance with accepted horticultural practices to include appropriate watering, fertilizing and pruning.

(b) The proposed entrances into the parking deck areas from Dulles Corner Drive shall be designed to cause a break in the linear surface of the western edge of the parking deck that parallels Dulles Corner Drive. The entrance areas shall have additional landscaping and lighting to further the aesthetic quality of the parking deck.*

(c) Outside faces of parking decks that parallel Dulles Corner Drive shall include an open space landscaped area between the edge of the parking deck and Dulles Corner Drive providing access to and from the parking decks. The trees planted in said area shall have a height, at time of planting, of fourteen to sixteen feet.*

(d) The existing trees and vegetation on the western side of Dulles Corner Drive shall be augmented as reasonably necessary to create a tree lined boulevard effect on both sides of the drive.*

(e) The top level of each deck shall have interior landscaped areas with a minimum of five percent (5%) of the top deck area landscaped, and the landscaped area shall be properly maintained.*

(f) The sides of the parking deck along the top level shall have planters or hanging planters along the parapet walls. The planters shall not run continuously but shall be designed to break up the top edge of the parking deck.

TRANSPORTATION

18. An agreement has been entered into with adjacent and nearby property owners (the "Three Party Group" agreement) to realign and improve Horsepen Road, widen and improve Frying Pan Road, and construct an at-grade intersection of Frying Pan Road with Route 28. The plan for these improvements, entitled "Proposed Roadway Network, Route 28 (Sully Road/Frying Pan Road Area", prepared by Dewberry and Davis, dated July 8, 1985, is being coordinated with and reviewed by the Virginia Department of Transportation and the County Office of Transportation. In the event that this plan of improvements is substantially approved by VDOT and the Office of Transportation and the subject rezoning

application is approved for the 0.70 FAR (Floor/Area Ratio) requested, the Applicant agrees, if necessary, to enforce the provisions of the aforesaid agreement in order to facilitate the establishment of the proposed transportation improvements therein set forth.*

19. The Applicant, for itself, its successors and assigns, agrees to use its best efforts as a member of the Three Party Group to have the "Three Party Group" promptly and expeditiously fund and construct the Route 28 improvements as more particularly described in the Proposed Roadway Network, Route 28 (Sully Road)/Frying Pan Road area plans prepared by Dewberry and Davis and dated July 8, 1985 (hereinafter the "Road Improvements'). For the purposes of this proffer, the terms "promptly and expeditiously fund and construct" shall be deemed to require the Applicant to use its best efforts to have the Three Party Group:*

(a) File Final Plans with VDOT for said improvements on or before January 30, 1987. (Note: Final Plans have been submitted).*

(b) Prepare and file Final Plan revisions requested by VDOT or Fairfax County within sixty (60) days of receipt of written notice of said plan revision requests from VDOT or Fairfax County;*

(c) Within sixty (60) days of written notice of plan approval, the Three Party Group shall apply for all necessary construction and grading permits; and*

(d) Subject to right-of-way availability and seasonal weather conditions, construction of the Road Improvements shall be completed within twenty-four months from the approval of said plans and permits by applicable authorities.*

20. The Applicant further agrees that in cooperation with the "Three Party Group", it shall have the design of the Road Improvements that are the subject of the Three Party Agreement revised to provide that Horsepen Road Extended from Coppermine Road to Frying Pan Road shall be designed as a four lane divided roadway with right and left turn lanes at all entrances. These design plans for the Road Improvements shall provide for sufficient right-of-way (to be dedicated to public use) that would allow Horsepen Road Extended to be widened, if necessary, in the future to a six lane divided roadway.*

21. Entrances onto the Property from Horsepen Road shall be as shown on the submitted Conceptual/Final Development Plan, as such entrances have been coordinated with VDOT and the County's Office of Transportation to insure they are located to allow the opposing entrances on the Ferris and Rock sites (Tax Map References 15-4((1))2,3A,3B,3C) to be aligned with the Property's entrances. At time of site plan approval the location and alignment of all lane transitions shall be subject to approval by DEM and VDOT. The Applicant also agrees, if requested by DEM and the Office of Transportation, at time of site plan approval for each parcel with frontage along Horsepen Road, to extend the dedication of right-of-

way of all turn lanes (twelve foot right-of-way width) to allow said turn lanes if desired to be converted to a full third through lane; however, this proffer shall not require construction of said third lane by Applicant.*

22. At the time of Site Plan approval, the Applicant will dedicate sufficient right of way along the Property's frontage on Coppermine Road to construct the Coppermine Road Horsepen Road intersection as shown on the Conceptual Development Plan, and as approved by VDOT. The Applicant shall construct the right turn deceleration lanes into the property as shown on the CDP subject to approval by VDOT.*

23. At the time of Site Plan approval, the Applicant will dedicate right of way to 45 feet of the centerline of Horsepen Road along the property frontage, and construct as part of the development of the Property a widened Horsepen Road to a total width of 35 feet from the centerline of existing Horsepen Road with curb and gutter along the Property frontage, as approved by VDOT.*

24. Upon occupancy of a total of 1 million square feet of non-residential uses on this property, the Applicant shall implement TDM methods which may include but shall not be limited to the following:

(a) Car pool/van pool programs shall be established for employees occupying structures on the Property.

(b) Convenient parking shall be provided in preferred locations designated for car pool/van pool use.

(c) Pedestrian access to the approved development shall be encouraged by the provision of pedestrian walkways linking access to adjacent developments.

(d) Shuttle service to Dulles Airport or nearby bus or rail station.

25. The Applicant, in order to improve and enhance the present and planned transportation network serving the Dulles Airport area, will contribute a total of $379,416 to road improvements, traffic signalization and area network transportation studies. The contribution total of $379,416 is based upon $4.04 per FAR square foot on a total of 93,915 square feet and will, as specified below, be primarily designated for actual road improvements ($320,025) with the remaining $59,391 to be used for a pedestrian/transit link ($9,391) and a ten-year commitment to DATA ($50,000). If the funds are not used for the designated signalization improvements, the pedestrian/transit link or any specified road improvements they will be contributed by the Applicant to Fairfax County for use in any road improvement or transportation fund(s) established for the area as described herein. In the event DATA membership fees expended by the end of the tenth year are less than the $50,000 projected cost, then the balance will be committed to implement other transportation system demand management strategies.*

(a) The Applicant will dedicate the necessary right-of-way, as shown on the CDPA/FDP, to the Board of Supervisors in fee simple to permit construction of Enterprise Drive

from the southern boundary of the subject property, tax map reference 15-4-((1))-13,13A (shown as building sites 9 through 13 on the CDP), to the intersection of realigned Horse Pen Road. Subject to the approval by the Virginia Department of Transportation (VDOT), the Applicant will construct an undivided, four-lane Enterprise Drive across the subject property, tax map reference 15-4-((1))-13,13A (shown as building sites 9 through 13 on the CDP) to augment that part of Enterprise Drive extending from the intersection of realigned Horse Pen Road, as already approved and bonded and as already provided under the Three Party Agreement, as shown on the CDPA/FDP. All construction costs for said augmentation not to exceed $40,000, shall be a credit to the Applicant's total contribution obligation of $379,416.*

The Enterprise Drive alignment and access points as shown on the FDP have been designed to meet the requests of VDOT, and the County's Office of Transportation (OT), in order to have an improved intersection with Horse Pen Road (realigned).

(b) The Applicant will contribute the sum of $125,000.00 to Fairfax County to be used for the design and construction of a four-lane, divided Coppermine Road between Horse Pen Road and the current Centreville Road for any portion not committed for construction by others. This contribution will be made not later than the issuance of the Non-Residential Use Permit for the third new building erected

on the property known as Tax Map 15-4-((1))-13,13A (shown as building sites 9 through 13 on the CDP) or earlier, at the request of the County or VDOT for use in conjunction with improvements to the south side of Coppermine Road which have been proffered by others, but in any event no earlier than the issuance of the Non-Residential Use Permit for the first new building erected on the site known as Tax Map 15-4-((1))-13, 13A (shown as building sites 9 through 13 on the CDP). The cost of this contribution shall be a credit to the Applicant's total contribution obligation of $379,416.*

(c) The Applicant will contribute the sum of $105,025.00 to Fairfax County be used for the design and construction of an additional lane along the south side of Frying Pan Road between Horse Pen Road and the current Centreville Road for any portion not committed for construction by others. This contribution will be made not later than the issuance of the Non-Residential Use Permit for the third new building erected on this site known as Tax Map 15-4-((1))-13, 13A (shown as building sites 9 through 13 on the CDP), or earlier, at the request of the County or VDOT for use in conjunction with improvements to the south side of Frying Pan Road which have been proffered by others, but in any event no earlier than the issuance of the Non Residential Use Permit for the first new building erected on the site known as Tax Map 15-4-((1))-

13, 13A (shown as building sites 9 through 13 on the CDP). The cost of this contribution shall be a credit to the Applicant's total contribution obligation of $379,416.*

26. The contributions specified in Proffer 25 above and Proffers 27, 28 and 29 which follow will be increased or decreased by the index known as the Construction Cost Index as published in the Engineering News-Record (McGraw-Hill) Reference Base from the date of the original zoning approval for this portion of the site (1989).*

27. The Applicant will provide a pro rata contribution for the design and installation of a signal at the intersection of Enterprise Drive and realigned Horse Pen Road, not to exceed a maximum contribution of $50,000, if VDOT warrants are met. The contribution will be provided upon request at any such time as VDOT warrants indicate the necessity for such a facility. In the event that any or all of the contributions described in this proffer are not expended as described, all or any remaining part of the $50,000 will be paid to a fund designated by Fairfax County for a transportation improvement fund for the Dulles Airport area. Said contribution, if not needed at the time the warrants are met due to contributions by others, shall be paid to the above-referenced fund upon request but no earlier than the issuance of the Non-Residential Use Permit for the erection of the first new building on the site known as Tax Map 15-4-((1))-13, 13A (shown as building sites 9 through 13 on the CDP). The cost of this contribution

shall be a credit to the Applicant's total contribution obligation of $379,416.*

28. In the event that the final design for the proposed commuter rail station for the proposed Dulles Area Rapid Transit (DART) or a comparable commuter rail system is located in the vicinity of the Dulles Access Road/Route 28 intersection and within one quarter mile of the northern boundary of the Dulles Corner office park, the Applicant will contribute a lump sum amount of $0.10 per square foot of FAR attributed to this application (93,915 square feet) to a Fairfax County designated fund established for the construction of pedestrian and/or vehicular facilities within the area that is in the vicinity of Dulles Corner to facilitate access to the DART system by tenants of Dulles Corner and other developed properties in the Dulles Corner area.*

In the event that the final design plans for the DART system are not completed by January 1, 2000, or a commuter rail facility is not proposed to be located as described above, then the Applicant will contribute the amount described above to a Fairfax County fund designated to support mass transit facilities serving the area, described above.*

The foregoing contribution will be made not later than the issuance of the Non-Residential Use Permit for the third new building erected on the site known as Tax Map 15-4-((1))-13,13A (shown as building sites 9 through 13 on the CDP) subsequent to the date of these proffers included in this application or earlier on request of the County or VDOT in conjunction with construction of

a mass transit station along the DAAR as described above, but in any event not earlier than the issuance of the Non-Residential Use Permit for the first new building on the site known as Tax Map 15-4-((1))-13.,13A (shown as building sites 9 through 13 on the CDP).*

29. In order to cooperate fully in Dulles area activities collectively designed to improve transportation systems or to reduce traffic generation, the Applicant proffers that one or more representatives of the property owners will continue membership in DATA (Dulles Area Transportation Association) for the 1990 membership year, will remain an active member in DATA or any transportation-focused successor organization for the period of ten (10) years from the 1990 membership year (1990-1999), and will participate in DATA's traffic mitigation activities (estimated cost $50,000). In the event DATA membership fees expended by the end of the tenth year are less than the $50,000 projected cost, then the balance will be committed to implement other transportation system demand management strategies. The cost of this contribution shall be a credit to the Applicant's total contribution obligation of $379,416.*

In addition, the Applicant agrees to contribute $5,000 per year to the County transportation improvement construction fund described above, during each and any year between 1990 and 1999, if both of the following have occurred: (1) total contributions to DATA by its members, nonmembers and including any government funding, exceed $250,000 for the given year, and (2) the County

consistently requests that rezoning, special exception and special use permit applicants in the Dulles Airport area assist in traffic improvement by proffering to or agreeing to development conditions requiring membership in DATA and full participation (including any standard membership dues or contributions) to DATA whether or not this contribution is considered a part of the application guideline contribution. This proffered contribution will be made in addition to the $5,000 annual contribution to DATA proffered above and represents a potential $50,000 contribution above the $379,416 total contribution obligation previously cited.*

30. As adjusted by the proffers above, the Applicant will contribute the difference between its total obligation of $379,416 and all sums permitted to be expended to accomplish the proffer obligations specified above, to any new construction of roads or transportation improvement projects undertaken by the County for the Dulles Airport area after the date of these proffers which are east of Route 28 and, south of the Dulles Airport Access Roads. This contribution will be made not later than the issuance of the first Non-Residential Use Permit for the third new building on this site known as Tax Map 15-4-((1))-13,13A (shown as building sites 9 through 13 on the CDP), or earlier, at the request of the County or VDOT after approval of funding by VDOT or the County of construction contracts for the improvements for which the funds are designated, but no earlier than the issuance of the first Non-Residential Use Permit for the first new building on the site known

as Tax Map 15-4-((1))-13, 13A (shown as building sites 9 through 13 on the CDP).*

HERITAGE RESOURCES

31. The Applicant shall provide ninety (90) days written notice to the Historic Resources Branch of the Office of Comprehensive Planning so that during said 90-day period a field archeological survey may be made by the Historic Resources Branch, if desired, prior to the demolition of any prior existing structural foundations on the Property.*

PUBLIC UTILITIES

32. The Applicant agrees to implement plans previously coordinated with the Fairfax County Water Authority to extend reasonably adequate water service to the Property.*

33. Public sewer will be provided. It is understood that there must exist (be bonded) sewer lines to serve the Property before building permits may be issued. If any such lines necessary to serve the Property are inadequate as determined by DEM/DPW per PFM standards at the time of the application for building permits, then any such inadequate lines will first be bonded to be augmented (e.g. parallel lines) or replaced by the Applicant/developer in accordance with the PFM standards or no building permits and sewer permits will be issued until such lines are bonded to be augmented

or replaced by the Applicant/Developer or others and if replaced by others, the Applicant/Developer will pay, if determined by DPW, its portion of a pro rata share agreement as may have been entered into by the replacing party and County. Provided, however, that the Applicant/Developer will be responsible only for the cost of providing the capacity necessary for adequate serve to the application property. If larger capacity lines are required by Fairfax County which are designed to serve other properties as well as the application property, the cost of the up-sizing of the lines will be borne by others, or a pro-rata share agreement entered into with the County.*

These proffers may be executed in counterparts and the counterparts shall constitute one and the same proffer statement.

[Signatures begin on following page]

GUIDELINES FOR THE ACOUSTICAL TREATMENT OF COMMERCIAL BUILDING STRUCTURES WITHIN HIGHWAY NOISE IMPACT ZONES OF 70-75 dBA L_{dn}

In order to achieve a maximum interior noise level of 50 dBA all units located between the 70-75 dBA L_{dn} highway noise imp contours should have the following acoustical attributes:

1. Exterior walls should have a laboratory sound transmissio class (STC) rating of at least 39.

2. Doors and windows should have a laboratory STC rating of a least 28. If windows function as walls (as determined by Department of Environmental Management) they should have t same laboratory STC rating as walls.

3. Measures to seal and caulk between surfaces should follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

Solus Southeast Hotel Portfolio
Limited Partnership,
a California limited partnership

By: SA Investment Group, Inc.,
a California corporation

By: Marci L. Byrne
Name: Marci L. Byrne
Authorized Agent

Dulles Corner Properties II Limited Partnership,
a Virginia limited partnership

By: Dulles Corner Associates Limited Partnership,
a Virginia limited partnership,
its general partner

By: Equity Dulles Corner Venture,
a Colorado general partnership,
its general partner

By: U S WEST Real Estate, Inc.,
a Colorado corporation,
its general partner

By: _____
Stewart Lowenstein

Date: July 29, 1997

PRENTISS PROPERTIES REAL ESTATE FUND I, L.P.

f.k.a. PRENTISS PROPERTIES DULLES L.P.

by: PRENTISS PROPERTIES II, INC.

By: _____
Name: Michael J. Cooper
Title: Vice President

PRENTISS PROPERTIES DULLES II, L.P.

By: PRENTISS PROPERTIES II, INC.

By: _____
Name: Michael J. Cooper
Title: Vice President

2355 ASSOCIATES, L.P.,
a Delaware limited partnership

By: Dullpart Associates, L.L.C.,
a Delaware limited liability company,
its general partner

By: _____
Eric D. Mayer, Member

MAYFAIR JOINT VENTURE,
an Illinois general partnership

By: MAYFAIR REALTY CORPORATION,
an Illinois corporation,
its general partner

By: _____
Howard Edelman, President

By: HOTEL ASSOCIATES,
an Illinois limited partnership,
its general partner
By: HOTEL ASSOCIATES CORP.,
an Illinois corporation
its general partner

By: _____
Its: President

2340 ASSOCIATES, L.P.,
a Delaware limited partnership

By: Dullpart Associates, L.L.C.,
a Delaware limited liability company,
its general partner

By: _____
Eric D. Mayer, Member

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COLUMBIA GAS SYSTEM SERVICE CORPORATION

By: _____
Name: Philip J. Magley
Title: Senior Vice President, Services

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Proffer Statement

PCA 86-C-029-6/88-C-066-2
RZ 1996-HM-044

March 9, 1998

Pursuant to Section 15.2-2303A of the Code of Virginia, 1950, as amended, the property owner and Applicant in these Rezoning and Proffer Condition Amendment applications, for themselves and for their successors and assigns, proffers that the development of the area governed by each of these applications will be subject to Proffer of Development Conditions dated July 18, 1997 and accepted by the Board of Supervisors in the approval of PCA 86-C-029-5 and PCA 88-C-066, which shall remain in full force and effect, except as amended (amended text underlined) as follows:

1. The Applicant shall develop the Property in substantial conformance with the Conceptual/Final Development Plans (sheets 1-8) prepared by Huntley, Nyce & Associates dated September 28, 1995, revised through June 19, 1997, amended by the CDPA (sheets 1 and 2) revised by VIKA, Inc. in support of PCA 86-C-029-6/88-C-066-2, RZ 1996-HM-044 dated September 28, 1995 and revised through March 9, 1998 and approved as part of these applications. All previously approved Final Development Plans for building sites 1,2,3,4,5,8,-6,15 and 16 shall continue to govern.

Future final development plan applications shall be in substantial conformance with the gross floor area of individual buildings, building heights, building setbacks, the general orientation of buildings and parking areas, landscaping concepts, amounts of open space, and the general orientation and location of streets and entrances on Sheet 2-3 of the CDP. Modifications to the approved FDP for Land Bay 5 shall be permitted in accordance with Section 16-403 of the Zoning Ordinance. Within individual building sites, minor modifications, to include but not be limited to, the footprint, gross floor area, and height of individual buildings, may be made in conjunction with the approval of an FDP, provided it is demonstrated that the modification is consistent with the overall design concepts expressed on the CDP as proffered above.

34. To facilitate the acceptance of Enterprise Drive into the public street system, and as required in connection with Proffer 25A, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors and/or VDOT, right-of-way and existing associated improvements along the Application Property's frontage of Enterprise Drive as generally shown on the CDP.

All dedicated improvements along the site's frontage of Enterprise Drive shall be of a standard acceptable to VDOT/DEM; however, the property owner, and its successors and assigns, shall not be responsible for any improvements to Enterprise Drive beyond

APPLICANT/TITLE OWNER

JEFFERSON AT PRESIDENT'S PARK L.P., a Texas limited partnership

By: APARTMENT COMMUNITY REALTY L.L.C., its general partner

By: _____
Robert D. Page, President